

## EXHIBIT 1

## COMPLIANCE AGREEMENT

This Agreement is entered into by the United States Department of Labor, Wage and Hour Division ("WHD") and Jacky Ray Swallows in the interest of assuring continued compliance with federal WHD labor laws.

### I. PURPOSE

The purpose of this agreement is to establish a compliance program agreement between WHD and Swallows Produce, Inc., Jacky Swallows Farms, and Jacky Ray Swallows (hereinafter referred to as "the FIRM") to identify both parties and their commitments in achieving compliance with the Fair Labor Standards Act (FLSA), Migrant and Seasonal Agricultural Worker Protection Act (MSPA) and in particular the minimum wage, record keeping and joint employer status as more particularly described herein.

### II. COMMITMENTS OF THE FIRM

- A. FIRM agrees that it is an agricultural employer and was, from June 1, 2011 through the date of execution of this Agreement, a joint employer as that term is used with respect to the FLSA and MSPA. FIRM agrees it has an affirmative obligation to ensure that any Farm Labor Contractor (FLC) it uses is employing its workers in compliance with the FLSA and the MSPA.
- B. FIRM shall not, contrary to Sections 6 and 15(a)(2) of the FLSA, pay any employee who is engaged in commerce or in the production of goods for commerce, or who is employed in an enterprise engaged in commerce or in the production of goods for commerce, wages at a rate less than the minimum hourly rate required by Section 6 of the FLSA.
- C. FIRM shall not, contrary to the provisions of Section 15(a)(1) of the FLSA, transport, offer for transportation, ship, deliver; or sell in commerce, or to ship, deliver; or sell with knowledge that shipment or delivery or sale thereof in commerce is intended, any goods in the production of which any worker was employed in violation of Section 6 or 7 of the FLSA.
- D. Except as provided by specific applicable FLSA exemptions therefrom, the FIRM shall not, contrary to Sections 7 and 15(a)(2) of the Act [29 U.S.C. §§ 207 and 215(a)(2)], employ any employee in commerce or in the production of goods for commerce, or in an enterprise engaged in commerce or in the production of goods for commerce, within the meaning of the Act, for more than 40 hours in a work week unless such employee is compensated for such hours at an overtime rate of at least one and one half times the regular rate at which such employee is employed or at such other rate as is allowed by regulation.
- E. FIRM shall not, contrary to sections 11(c) and 15(a)(5) of the Act [29 U.S.C. §§ 211(c) and 215(a)(5)], fail to make, keep and preserve adequate and accurate

employment records as prescribed by Regulation 29 C.F.R. § 516, including the recording of all hours worked by any hourly employee from the start of each employee's first principal activity of the workday, including time spent attending meetings and prior to and at the beginning of a scheduled shift while "engaged to wait;" and/or all deductions that are taken from the wages and all wages paid to employees

- F. FIRM shall permanently comply with all provisions of FLSA and MSPA, as applicable.
- G. FIRM shall pay back wages in the amount of \$ [REDACTED] to 77 employees. Please see Exhibit A which contains a list of employees for which back wages are owed in this agreement.
- H. FIRM agrees that the employees listed on Exhibit A may not represent every employee for which back wages are owed and the FIRM remains responsible for any employee not listed on Exhibit A.
- I. FIRM agrees that it is responsible for any future FLSA and MSPA violations to the extent any future violation is proven to occur and to the extend the FLSA and MSPA may apply to the FIRM in the future.
- J. FIRM agrees that failure to comply with this compliance agreement could result in an assessment of civil money penalties and an order to pay liquidated damages.
- K. FIRM shall implement a compliance program to ensure its compliance with the above mentioned provisions of the FLSA which includes, at a minimum, the following elements:
  - 1. FIRM agrees to check the Ineligible Farm Labor Contractors' List maintained on the Wage and Hour Division's web site prior to entering into any contractual relations with any farm labor contractors. The link to that list is as follows: [http://www.dol.gov/whd/regs/statutes/mspa\\_debar.htm](http://www.dol.gov/whd/regs/statutes/mspa_debar.htm). Further, FIRM agrees to monitor to ensure that farm labor contractors are duly registered and are authorized to provide transportation, housing, and perform driving (all as applicable) per 29 CFR Part 500.42 and 500.71.
  - 2. FIRM agrees to perform monitoring activities, such as reviewing payroll records and validating that the prices offered for goods are sufficient to have produced the goods in accordance with the minimum wage and overtime requirements Section 6 and 7.
- L. Nothing in this Agreement shall be deemed a waiver of any defense otherwise available, or that may in the future be available, to the FIRM under either the FLSA or the MSPA, nor shall this Agreement constitute an admission of any

future violation or that the FIRM will have the status of a joint employer for any purpose in the future without evidence of that status.

Executed this 27<sup>th</sup> day of September, 2011.

U.S. Department of Labor  
Wage and Hour Division

By: Sandra R. Souleau  
Title: Director

9/29/2011

Swallows Produce, Inc.

By: Jacky Ray Swallows  
Title: President

Jacky Swallows Farms

By: Jacky Ray Swallows  
Title: President

Jacky Ray Swallows  
Jacky Ray Swallows

## EXHIBIT A

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US DEPT OF LABOR

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## Summary of Unpaid Wages

U.S. Department of Labor  
Wage and Hour Division

(Office Address)	Nashville TN District Office, Knoxville Area Office U.S. Department of Labor John Duncan Federal Building 710 Locust Street, Room 101 Knoxville, TN 37902 865-545-4819	Investigator:	Date:
		Dawn Medeiros	09/26/2011
		Employer Fed Tax ID Number 82-1845358	

1. Name	2. Address	3. Period Covered by Work Week Ending Dates	4. Act(s)	5. Gross Amounts Due
Altona, Marie J		08/06/2011 to 08/13/2011		\$409.75
Amazon, Augusten		08/18/2011 to 08/13/2011		\$1,554.00
Antoine, Prince		08/25/2011 to 07/30/2011		\$764.44
Aris, Jean Gerard		08/18/2011 to 08/13/2011		\$1,633.37
Attilus, Cherina		08/06/2011 to 08/13/2011		\$354.75
Attilus, St. Atales		08/06/2011 to 08/13/2011		\$354.75
Auguste, Jean Claude		08/13/2011 to 08/20/2011		\$243.87
Aurel, Rosiana		07/09/2011 to 08/20/2011		\$1,501.69
Baptiste, Jacques Jean		07/09/2011 to 08/13/2011		\$1,333.31
Blanc, Yolenne Marie		08/06/2011 to 08/13/2011		\$408.75
Bonheur, Jean Francois		08/25/2011 to 08/13/2011		\$1,547.25
Bony, Jocelin	Key Largo, FL	07/30/2011 to 08/13/2011		\$856.31
Catule, Catherine		08/06/2011 to 08/13/2011		\$365.37
Celin, Anatole Vertus		06/18/2011 to 08/20/2011		\$1,587.62
Charlotin, Erie		06/18/2011 to 08/06/2011		\$1,381.56
Clevole, Jaquenel		06/18/2011 to 08/06/2011		\$1,351.37

I agree to pay the listed employees the back wages shown due and to mail proof of payment to the Wage and Hour District Office shown above by

Signed: \_\_\_\_\_

Employer Name and Address:  
Swallows Produce  
Swallows Produce, Inc.  
2127 West Avenue

Crossville, TN 38555

Subtotal \$15,628.16

\* Column 4-Code

FLSA	1
PCA	2
SCA	3
DBRA	4
OWHSA	5
CCPA	6
FMLA	7

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Date: 09/26/2011 10:22:29 AM

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Sep. 26.2011 13:28 Swallows Produce

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## Summary of Unpaid Wages

U.S. Department of Labor  
Wage and Hour Division

( Office Address)	Nashville TN District Office, Knoxville Area Office U.S. Department of Labor John Duncan Federal Building 710 Locust Street, Room 101 Knoxville, TN 37902 865-545-4619	Investigator: <b>Dawn Medeiros</b>	Date: <b>09/26/2011</b>
		Employer Fed Tax ID Number <b>82-1845358</b>	

1. Name	2. Address	3. Period Covered by Work Week Ending Dates	4. Act(s)	5. Gross Amounts Due
Colastin, Joseph	Miami, FL	08/18/2011 to 08/13/2011		\$2,189.12
Compere, Jean Augustin Justin		08/18/2011 to 08/13/2011		\$915.87
Cornet, Marie Sylvie		07/02/2011 to 08/13/2011		\$2,163.75
Corriolan, Jean DesLouis		07/30/2011 to 08/13/2011		\$758.44
Dembrevil, Ricardo		07/09/2011 to 08/13/2011		\$1,049.37
DeSlime, Jacqueline		06/25/2011 to 08/06/2011		\$1,733.81
Desir, Marc		06/18/2011 to 08/13/2011		\$2,205.25
Dieudonne, Paul Merzier		07/09/2011 to 08/13/2011		\$2,189.25
Dorce, Gerda		07/09/2011 to 08/13/2011		\$1,717.00
Dorisca, Jean Hubert		06/18/2011 to 08/13/2011		\$1,498.37
Duffraire, StClaire		07/09/2011 to 08/13/2011		\$1,109.69
Edmond, Elitane		08/06/2011 to 08/20/2011		\$229.75
Edmond, Isidor		08/06/2011 to 08/20/2011		\$345.75
Edmond, Josette		08/06/2011 to 08/20/2011		\$470.75
Emmanual, Meles		08/18/2011 to 08/13/2011		\$2,340.87
Eathel, Wilfrid		08/06/2011 to 08/13/2011		\$271.37

I agree to pay the listed employees the back wages shown due and to mail proof of payment to the Wage and Hour District Office shown above by _____	Employer Name and Address: <b>Swallows Produce Swallows Produce, Inc. 2127 West Avenue Crossville, TN 38555</b>	Subtotal	\$21,188.41
Signed: _____		* Column 4-Code FLSA 1 PCA 2 SCA 3 DBRA 4 CW-HBAA 5 CCPA 6 FMLA 7	Form WH-56

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## Summary of Unpaid Wages

U.S. Department of Labor  
Wage and Hour Division

(Office Address)	Nashville TN District Office, Knoxville Area Office U.S. Department of Labor John Duncan Federal Building 710 Locust Street, Room 101 Knoxville, TN 37902 865-545-4619	Investigator: <i>Dawn Medeiros</i>	Date: 09/26/2011
		Employer Fed Tax ID Number <b>62-1845358</b>	

1. Name	2. Address	3. Period Covered by Work Week Ending Dates	4. Act(s)	5. Gross Amounts Due
Exume, William		07/30/2011 to 08/20/2011		\$927.06
Floreal, Margarette		06/18/2011 to 07/23/2011		\$850.00
Francois, Jean Chrisnel		08/06/2011 to 08/20/2011		\$324.75
Francois, Pierrot		07/23/2011 to 08/13/2011		\$743.94
Francois, Victor Jean		06/18/2011 to 08/13/2011		\$1,675.25
Gabriel, Lucera		06/18/2011 to 08/20/2011		\$1,744.56
Guerilus, Marie Solange		08/06/2011 to 08/20/2011		\$429.12
Henry, Jean Philippe		08/06/2011 to 08/20/2011		\$318.37
Hiles, Samedi		07/09/2011 to 08/13/2011		\$1,000.69
Jacques, Narva Jean		06/25/2011 to 08/20/2011		\$1,613.25
Jeanty, Paul		07/09/2011 to 08/20/2011		\$1,819.19
Jores, Jean Philippe		08/06/2011 to 08/20/2011		\$292.75
Joseph, Christine		06/18/2011 to 08/13/2011		\$1,691.75
Joseph, Mikerlende		08/06/2011 to 08/20/2011		\$425.25
Laffontant, Jean Compere		08/06/2011 to 08/20/2011		\$335.00
Louis, Arilla St. Fleur		06/18/2011 to 08/20/2011		\$2,185.37

I agree to pay the listed employees the back wages shown due and to mail proof of payment to the Wage and Hour District Office shown above by

Signed: \_\_\_\_\_

Employer Name and Address: <b>Swallows Produce Swallows Produce, Inc. 2127 West Avenue Crossville, TN 38555</b>	Subtotal <b>\$16,374.30</b>
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\* Column 4-Code

FLSA	1
PCA	2
SCA	3
DBRA	4
CWASSA	5
COPA	6
FMLA	7

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## Summary of Unpaid Wages

U.S. Department of Labor  
Wage and Hour Division

(Office Address) Nashville TN District Office, Knoxville Area Office U.S. Department of Labor John Duncan Federal Building 710 Locust Street, Room 101 Knoxville, TN 37902 865-545-4819		Investigator: <i>Dawn Medeiros</i>	Date: 09/28/2011	
		Employer Fed Tax ID Number 82-1848358		
1. Name	2. Address	3. Period Covered by Work Week Ending Dates	4. Act(s)	5. Gross Amounts Due
Louis, Jacqueline Jean		07/23/2011 to 08/13/2011		\$929.56
Louis, Marie Yola Pierre		08/18/2011 to 08/13/2011		\$2,057.00
Louis, Odalie		08/06/2011 to 08/20/2011		\$291.25
Lucner, Nicolas		08/25/2011 to 08/20/2011		\$2,135.19
Masse, Jean Maurice		06/25/2011 to 08/20/2011		\$1,764.69
Mertelus, Andre		06/18/2011 to 08/20/2011		\$1,910.25
Morme, Jean Joseph		08/23/2011 to 08/20/2011		\$1,971.25
Nadive, Pana		07/09/2011 to 08/20/2011		\$979.81
Paul, Amonise		06/18/2011 to 08/13/2011		\$1,599.44
Perceval, Jean Homere		07/09/2011 to 08/13/2011		\$2,137.87
Phelicienne, Louis		07/09/2011 to 07/30/2011		\$944.62
Pierre, Ermelia		08/06/2011 to 08/20/2011		\$386.25
Pierre, Hersilia Masena		08/06/2011 to 08/20/2011		\$438.00
Pierre, Jean Franckel		08/06/2011 to 08/20/2011		\$256.87
Pierre, Justin		06/25/2011 to 08/20/2011		\$1,969.00
Pierre, Miracile		08/06/2011 to 08/20/2011		\$404.25
I agree to pay the listed employees the back wages shown due and to mail proof of payment to the Wage and Hour District Office shown above by _____		Employer Name and Address: <b>Swallows Produce</b> <b>Swallows Produce, Inc.</b> <b>2127 West Avenue</b>  <b>Crossville, TN 38555</b>	Subtotal	\$20,175.30
Signed: _____		* Column 4-Code FLSA 1 PCA 2 SCA 3 CBRA 4 CWHSIA 5 DCPA 6 FMLA 7		

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## Summary of Unpaid Wages

U.S. Department of Labor  
Wage and Hour Division

( Office Address) Nashville TN District Office, Knoxville Area Office U.S. Department of Labor John Duncan Federal Building 710 Locust Street, Room 101 Knoxville, TN 37902 865-545-4619	Investigator: <i>Dawn Medeiros</i>	Date: 09/26/2011
	Employer Fed Tax ID Number 62-1845358	

1. Name	2. Address	3. Period Covered by Work Week Ending Dates	4. Act(s)	5. Gross Amounts Due
<i>Renelius, Wilson</i>		07/30/2011 to 08/06/2011		\$157.31
<i>Sagesse, Jean</i>		07/09/2011 to 08/20/2011		\$974.56
<i>Sillion, Jean Antoine</i>		06/18/2011 to 08/20/2011		\$1,371.62
<i>Termistal, Ysaac</i>		07/30/2011 to 08/20/2011		\$823.81
<i>Taseoulien, Celandieu</i>		08/06/2011 to 08/20/2011		\$516.62
<i>Thelusma, Marie Helene</i>		07/09/2011 to 08/20/2011		\$1,461.44
<i>Thevenin, Jonas</i>	<i>Miami, FL</i>	06/18/2011 to 08/20/2011		\$2,557.06
<i>Valeus, Cedrique</i>		07/09/2011 to 08/13/2011		\$810.06
<i>Valeus, Saint-Luc</i>		06/18/2011 to 08/13/2011		\$1,359.25
<i>Vertus, Jean Thomas</i>		06/18/2011 to 08/20/2011		\$1,192.62
<i>Vertus, Milot</i>		06/18/2011 to 08/20/2011		\$1,218.87
<i>Vertus, Saint-Louis</i>		06/18/2011 to 08/13/2011		\$1,314.75
<i>Willet, Jean Juste</i>		08/06/2011 to 08/13/2011		\$434.25

I agree to pay the listed employees the back wages shown due and to mail proof of payment to the Wage and Hour District Office shown above by

Signed: \_\_\_\_\_

Employer Name and Address:

*Swallows Produce  
Swallows Produce, Inc.  
2127 West Avenue  
Crossville, TN 38555*

**TOTAL \$87,558.39**

\* Column 4-Code

FLSA	1
PCA	2
SCA	3
DBRA	4
DWHSAA	5
CCPA	6
FWIA	7

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**U.S. Department of Labor**

## Wage and Hour Division

The summary on the reverse side represents unpaid wages due your present or former employees under the Fair Labor Standards Act (FLSA-1), the Public Contracts Act (PCA-2), the Service Contract Act (SCA-3), the Davis-Bacon and Related Acts (DBRA-4), the Contract Work Hours and Safety Standards Act (CWHSSA-5), or the Consumer Credit Protection Act (CCPA-6), as indicated by code number(s) shown in column 4. An employee paid in full under our supervision waives any further right provided under section 16(b) of the Fair Labor Standards Act for recovery of such unpaid wages and an equal amount as liquidated damages.

**INSTRUCTION FOR THE USE OF OFFICIAL RECEIPTS**

(1) Official Receipts (Forms WH-58). - A receipt in triplicate is to be used for payment of each employee listed on the face of this sheet. Unless already shown on the forms, enter the employee's name, the name and address of the establishment, the period covered, the gross amount due, and mark(x) the Act or Acts involved in the boxes provided for this purpose on the receipt form. All of this information can be obtained from the Summary of Unpaid Wages. Also, compute and enter the deductions required by law, such as Social Security and taxes, and the net amount to be paid. One of the copies of the receipt is for the employee. The original and one copy are to be signed and dated by the employee at the time of payment. Keep the copy for your files. Complete the certification on the original and send it to the address shown on the reverse side of this instruction sheet. Receipts are to be forwarded as payment is made. The amount paid each employee, the period covered by the payment and the date of payment must be shown in your records.

(2) Payment to a Third Party.- Payment may be made to a third party legally entitled to receive it on the behalf of the employee. This includes heirs and administrators of the estate of a deceased person. The name of the employee and the signature of the person receiving the payment for him/her shall be entered on the receipt on the space for signature of employee.

(3) Former Employees. - Receipt forms and a check should be mailed to the last-known address of each former employee listed. It is suggested that a self-addressed envelope be enclosed, together with a request that the *original and one copy be signed, dated and returned to you immediately*. If a former employee fails to return the receipt forms, the cancelled check should be kept as evidence of payment. Notify the Division of the name endorsed on the check and the date of bank clearance.

(4) Unlocated Former Employees. - On or before the completion date shown, furnish a list showing the name, last-known address, Social Security number and the gross amount due each former employee who could not be located. Attach any envelope(remove contents, please) returned undelivered by the Post Office. You will be notified of any further action that may be required in the disposition of these back wage amounts.

(5) Unpaid Wages Due Under Government Contract Statutes. - Amounts Due under Government contract statutes (codes 2,3,4,5) (or concurrently under the Fair Labor Standards Act) must be paid either to the employees involved or to the United States Government. Payments to employees are to be handled in the same manner as those due solely under the Fair Labor Standards Act. However, within 30 days after you submit a list of those who could not be located for payment, you will be required to furnish a certified check made payable to "Wage and Hour Division, Labor" for the amount remaining unpaid. You will be notified of the amount of the check and the names of the employees involved. Where funds payable under the contract have been withheld to meet the employer's back wage liability or where the employer pays the amount due to the United States Government pursuant to an administrative settlement under these statutes, back wages that cannot be disbursed to the employees involved will be retained in the United States Treasury and will not be returned to the employer.

If you have any questions please contact the Division at the address shown on the reverse side.